

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment to Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NATROL, INC.		11/08/2006	CORPORATION: DELAWARE
PROLAB NUTRITION, INC.		11/08/2006	CORPORATION: CONNECTICUT

RECEIVING PARTY DATA

Name:	Wachovia Capital Finance Corporation (Western)
Street Address:	251 South Lake Avenue,
Internal Address:	Suite 900
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1996583	SHEN MIN
Registration Number:	2390893	SHEN MIN ACTIVATOR
Registration Number:	2884181	NU HAIR
Registration Number:	2476814	NU HAIR

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-783-2700
 Email: carey.lening@federalresearch.com
 Correspondent Name: CBCInnovis dba Federal Research
 Address Line 1: 1023 Fifteenth Street, NW, Ste 401
 Address Line 2: attn: Carey Lening
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

CH \$115.00 1996583

ATTORNEY DOCKET NUMBER:	371473
NAME OF SUBMITTER:	Oleh Hereliuk
Signature:	/oh/
Date:	11/14/2006
Total Attachments: 5 source=371473#page1.tif source=371473#page2.tif source=371473#page3.tif source=371473#page4.tif source=371473#page5.tif	

AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This Amendment to Trademark Security Agreement (this "Amendment") is made as of November 8, 2006 between NATROL, INC., a Delaware corporation, PROLAB NUTRITION, INC., a Connecticut corporation (collectively, "Pledgors"), and WACHOVIA CAPITAL FINANCE CORPORATION (WESTERN), a California corporation, as agent ("Lender") with respect to the following facts:

A. Pledgors and Lender are parties to that certain Trademark Security Agreement dated August 25, 2006 and recorded with the United States Patent and Trademark Office on September 7, 2006 at Reel 003384, Frame 0757 (the "Agreement").

B. Since the date of the Agreement, Pledgors acquired the trademarks and related registrations and applications set forth on Exhibit A hereto (the "New Trademarks").

C. Pledgors and Lender now desire to amend the Agreement to cover the New Trademarks.

NOW THEREFORE, the parties hereby agree as follows:

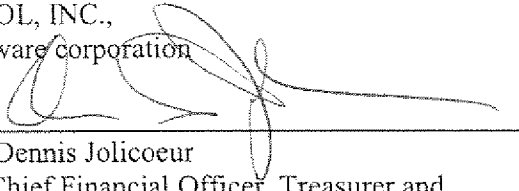
1. The Agreement is hereby amended to add the New Trademarks to Exhibit A of the Agreement, and the term "Trademarks" as defined and used in the Agreement shall include the New Trademarks; and

2. In all other respects, the Agreement shall remain in full force and effect and is hereby ratified and confirmed.

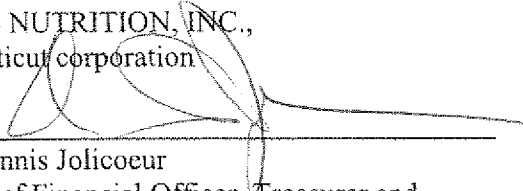
[Signature page to follow]

IN WITNESS WHEREOF, the parties have entered into this Amendment as of the date first written above.

NATROL, INC.,
a Delaware corporation

By: 
Name: Dennis Jolicoeur
Title: Chief Financial Officer, Treasurer and
Executive Vice President

PROLAB NUTRITION, INC.,
a Connecticut corporation

By: 
Name: Dennis Jolicoeur
Title: Chief Financial Officer, Treasurer and
Executive Vice President

WACHOVIA CAPITAL FINANCE
CORPORATION (WESTERN),
a California corporation, as agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties have entered into this Amendment as of the date first written above.

NATROL, INC.,
a Delaware corporation

By: _____
Name: Dennis Jolicoeur
Title: Chief Financial Officer, Treasurer and
Executive Vice President

PROLAB NUTRITION, INC.,
a Connecticut corporation

By: _____
Name: Dennis Jolicoeur
Title: Chief Financial Officer, Treasurer and
Executive Vice President

WACHOVIA CAPITAL FINANCE
CORPORATION (WESTERN),
a California corporation, as agent

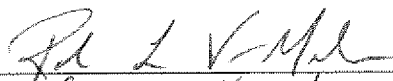
By: 
Name: ROBIN L VAN MATSON
Title: VICE PRESIDENT

EXHIBIT A

AMENDMENT TO TRADEMARK SECURITY AGREEMENT

These marks below represent marks for the New Trademarks.

<u>Name</u>	<u>Reg. No</u>	<u>Reg. Date</u>	<u>Owner</u>
SHEN MIN	1,996,583	August 27, 1996	Natrol, Inc.
SHEN MIN ACTIVATOR	2,390,893	October 3, 2000	Natrol, Inc.
NUHAIR	2,884,181	September 14, 2004	Natrol, Inc.
NUHAIR	2,476,814	August 7, 2001	Natrol, Inc.

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